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**Exhibit A**  
**Retention Order**



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Signed and Filed: June 11, 2019

DENNIS MONTALI  
U.S. Bankruptcy Judge

*Proposed Special Regulatory Counsel to Debtors  
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC  
COMPANY,

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER GRANTING APPLICATION OF  
DEBTORS PURSUANT TO 11 U.S.C. §  
327(E) AND FED. R. BANKR. P. 2014(A)  
AND 2016 FOR AUTHORITY TO RETAIN  
AND EMPLOY MORRISON &  
FOERSTER LLP AS SPECIAL  
REGULATORY COUNSEL FOR THE  
DEBTORS EFFECTIVE AS OF THE  
PETITION DATE**

Date: June 11, 2019  
Time: 9:30 a.m. (Pacific Time)  
Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105

Upon the Application, dated March 22, 2019 (the “**Application**”),<sup>1</sup> of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for authority to retain and employ Morrison & Foerster LLP (“Morrison & Foerster”) as special regulatory counsel for the Debtors, effective as of the Petition Date, all as more fully set forth in the Application; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and this Court having reviewed the Application, the Hill Declaration and the Loduca Declaration; and upon the record of the Hearing (if any was held) and all of the proceedings had before the Court; and this Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED.
2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, to retain and employ Morrison & Foerster as special

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

1 regulatory counsel in these Chapter 11 Cases, in accordance with Morrison & Foerster's standard  
2 hourly rates and reimbursement of disbursements policies, all as contemplated by the Application,  
3 effective as of the Petition Date.

4 3. Morrison & Foerster is authorized to render the following professional services:

- 5 a. advising and representing the Debtors generally in connection with  
6 ongoing investigations conducted by the Safety and Enforcement  
7 Division of the CPUC ("SED"), including by performing legal and  
8 factual due diligence, analyzing documents, conducting interviews,  
9 and formulating responses to inquiries received from CPUC  
10 (including the following data requests issued by the SED: Camp Fire  
11 SED-001 through SED-006; North Bay Fire SED-006 and SED-007;  
12 and other miscellaneous data requests);
- 13 b. formulating strategy in advance of and preparing on behalf of the  
14 Debtors necessary motions, applications, objections, and other  
15 filings in any Orders Instituting Investigation commenced by the  
16 SED relating to alleged violations of state laws and regulations in  
17 connection with the 2017 and 2018 wildfires;
- 18 c. advising and representing the Debtors generally in connection with  
19 any Notices of Violation or Electric Safety Citations, pursuant to  
20 CPUC Resolution ALJ-274, commenced by the SED relating to  
21 alleged violations of state laws and regulations in connection with  
22 the 2017 and 2018 wildfires;
- 23 d. negotiating with the SED and other regulatory bodies, as  
24 appropriate;
- 25 e. advising and representing the Utility regarding its rights and  
26 obligations under its Transportation Services Agreements with Ruby  
27 Pipeline, L.L.C.; and
- 28 f. performing all other necessary legal services in connection with the  
foregoing; *provided, however*, that to the extent Morrison & Foerster  
determines that such services fall outside of the scope of services  
historically or generally performed by Morrison & Foerster as  
special regulatory counsel, Morrison & Foerster will file a  
supplemental declaration.

4. Morrison & Foerster shall be compensated in accordance with, and will file,  
interim and final fee applications for allowance of its compensation and expenses and shall be  
subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy  
Local Rules, the Fee Guidelines, and any further order of the Court.

5. Morrison & Foerster shall be reimbursed for reasonable and necessary expenses as  
provided by the Fee Guidelines.

1           6.       Morrison & Foerster shall use its best efforts to avoid any duplication of services  
2 provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

3           7.       Notice of the Application as provided therein shall be deemed good and sufficient  
4 notice thereof.

5           8.       Morrison & Foerster shall provide reasonable notice to the Debtors and the U.S.  
6 Trustee of any increase of Morrison & Foerster's hourly rates.

7           9.       To the extent the Application is inconsistent with the terms of this Order, the terms  
8 of this Order shall govern.

9           10.      The Court shall retain jurisdiction to hear and determine all matters arising from or  
10 relating to the implementation, interpretation, or enforcement of this Order.

11                               \*\* END OF ORDER \*\*  
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